

## EXHIBIT D

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COMPANY DATA:

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STANDARD INDUSTRIAL CLASSIFICATION:	HAZARDOUS WASTE MANAGEMENT [
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STATE OF INCORPORATION:	DE
FISCAL YEAR END:	0331

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FORM TYPE:	DEF 14A
SEC ACT:	
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BUSINESS ADDRESS:

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CITY:	MONROEVILLE
STATE:	PA
ZIP:	15146
BUSINESS PHONE:	4123727701

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STREET 1:	2790 MOSSIDE BLVD
CITY:	MONROEVILLE
STATE:	PA
ZIP:	15146

FORMER COMPANY:

FORMER CONFORMED NAME:	INTERNATIONAL TECHNOLOGY CORP
DATE OF NAME CHANGE:	19920703

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<TYPE>DEF 14A

<SEQUENCE>1

<DESCRIPTION>DEFINITIVE PROXY STATEMENT

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**A-0000019**

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement ☐ Confidential, for Use of the  
Commission Only (as permitted by  
Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material Pursuant to (S) 240.14a-11(c) or (S) 240.14a-12

The IT Group

-----  
(Name of Registrant as Specified In Its Charter)

-----  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed  
pursuant to Exchange Act Rule 0-11 (set forth the amount on which  
the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

-----

(5) Total fee paid:

**A-0000020**

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[ ] Fee paid previously with preliminary materials.

[ ] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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Notes:

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[The IT Group LOGO]

THE IT GROUP, INC.  
2790 Mosside Boulevard  
Monroeville, Pennsylvania 15146-2792

#### NOTICE OF 1999 ANNUAL MEETING OF STOCKHOLDERS

The 1999 Annual Meeting of Stockholders (the "Annual Meeting") of The IT Group, Inc. (the "Company") will be held at The IT Group, Inc., located at 2790 Mosside Boulevard, Monroeville, Pennsylvania 15146-2792 on June 9, 1999, at 9:00 a.m. Eastern time, for the following purposes:

1. To elect five (5) directors to hold office until the Annual Meeting of Stockholders in the year 2000 and until their successors are elected and qualified; and
2. To transact such other business as may properly come before the Annual Meeting.

Holders of record of the Company's Common Stock at the close of business on May 6, 1999 are entitled to notice of and to vote at the Annual Meeting and at any adjournment(s) or postponement(s) thereof. A list of stockholders entitled to vote at the Annual Meeting will be open to examination by any stockholder for any purpose germane to the Annual Meeting, during ordinary business hours,

A-0000021

from May 28, 1999 until June 9, 1999 at the Company's executive offices located at 2790 Mossdale Boulevard, Monroeville, Pennsylvania 15146-2792.

Each stockholder is requested to sign and date the enclosed proxy card and to return it without delay in the enclosed postage-paid envelope. Any stockholder present at the Annual Meeting may withdraw the proxy and vote personally on each matter brought before the Annual Meeting.

By Order of the Board of Directors,  
/s/ James G. Kirk

James G. Kirk  
Secretary

May 20, 1999  
Monroeville, Pennsylvania

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THE IT GROUP, INC.  
2790 Mossdale Boulevard  
Monroeville, Pennsylvania 15146-2792

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PROXY STATEMENT  
ANNUAL MEETING OF STOCKHOLDERS  
JUNE 9, 1999

This Proxy Statement is furnished in connection with the solicitation of proxies by the Board of Directors of The IT Group, Inc., a Delaware corporation (the "Company"), for use at the 1999 Annual Meeting of Stockholders of the Company to be held at 9:00 a.m. Eastern time, on Wednesday, June 9, 1999, at The IT Group, Inc., located at 2790 Mossdale Boulevard, Monroeville, Pennsylvania 15146-2792, and at any adjournment(s) or postponement(s) thereof (the "Annual Meeting"). It is anticipated that this Proxy Statement, together with the proxy and the 1999 Annual Report to Stockholders, will first be mailed to the Company's stockholders on or about May 20, 1999.

VOTING AT THE MEETING

The close of business on May 6, 1999 has been fixed as the record date for determination of holders ("Stockholders") of the Company's Common Stock, \$0.01 par value (the "Common Stock"), entitled to notice of and to vote at the Annual Meeting. On that date, there were outstanding and entitled to vote 22,710,133 shares of Common Stock. The presence, either in person or by proxy, of persons entitled to cast a majority of such votes constitutes a quorum for the transaction of business at the Annual Meeting.

Stockholders are entitled to one vote per share on all matters submitted for consideration at the Annual Meeting, subject to cumulative voting rights in the election of Common Stock Directors (see "Election of Directors"). With regard to the election of Common Stock Directors, votes may be cast in favor of or withheld from nominees. Votes that are withheld will be excluded entirely from the vote and will have no effect. Abstentions may be specified on all proposals other than the election of Common Stock Directors. Abstentions on returned proxies are counted as shares present in the determination of whether the shares of stock represented at the Annual Meeting

A-0000022

constitute a quorum. Each proposal is tabulated separately. Abstentions are counted in tabulations of the votes cast on proposals presented to the stockholders, whereas broker non-votes are not counted for purposes of determining whether a proposal has been approved.

A person giving the enclosed proxy has the power to revoke it at any time before it is exercised by (i) attending the Annual Meeting and voting in person, (ii) duly executing and delivering a proxy for the Annual Meeting bearing a later date or (iii) delivering written notice of revocation to the Secretary of the Company prior to use of the enclosed proxy at the Annual Meeting.

#### ELECTION OF DIRECTORS

##### Board of Directors

At the 1996 Annual Meeting of Stockholders, stockholders approved a cash investment (the "Investment") of \$45,000,000 in the Company by certain investors affiliated with The Carlyle Group (collectively, "Carlyle"), a private merchant bank headquartered in Washington, D.C. In consideration of its investment, Carlyle received 45,000 shares of newly issued Cumulative Convertible Participating Preferred Stock, par value \$100 per share (the "Convertible Preferred Stock"), and warrants (the "Warrants") to purchase up to 1,250,000 shares of our Common Stock (at the current exercise price of \$11.39 per share).

1

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Pursuant to the terms of the Investment agreements, Carlyle is entitled to elect a majority of our Board of Directors, until November 20, 2001, which date is five years from the consummation of the Investment (the "Five-Year Period"), provided that Carlyle continues to own at least 20% of the voting power of the Company. The Investment agreements also provide that the number of directors comprising our Board will be an odd number. A majority of the directors (the "Preferred Stock Directors") will be elected by the holders of the Convertible Preferred Stock acting by written consent and without a meeting of the Common Stock holders, and the remaining directors (the "Common Stock Directors") will be elected by the Common Stock holders. The Preferred Stock Directors serve for annual terms. The Investment agreements also provide that at least two of the directors elected by the holders of the Common Stock will have no employment or other relationship with us or Carlyle, other than their positions as directors of the Company. During the Five-Year Period, holders of the Convertible Preferred Stock will not participate in elections of the Common Stock Directors and the Preferred Stock Directors will not have the right to vote on the election of any director to fill a vacancy among the Common Stock Directors. At the end of the Five-Year Period, provided that Carlyle continues to own at least 20% of the voting power of the Company, holders of the Convertible Preferred Stock will be entitled to elect the largest number of directors which is a minority of the directors and to vote with the Common Stock holders (as a single class) on the election of the remaining directors. Additionally, the holders of the Convertible Preferred Stock, in the event they no longer have the right to elect at least a minority of the directors, will have the right (voting as a class with holders of our 7% Cumulative Convertible Exchangeable Preferred Stock, par value \$100 per share, and any other parity stock) to elect two directors to the Board in the event we fail to make payment of dividends on the Convertible Preferred Stock for six dividend periods.

Pursuant to an agreement of merger dated January 15, 1998 (the "OHM Merger

A-0000023

Agreement"), the Company acquired OHM Corporation ("OHM") in a two-step transaction, comprised of a tender offer for 13,933,000 shares of OHM common stock, or 54% of the outstanding OHM stock, for \$160,300,000 in cash, which was consummated on February 25, 1998, and a merger (the "OHM Merger") of an IT subsidiary into OHM on June 11, 1998. In the OHM Merger, the former OHM shareholders received IT common stock representing approximately 57% of the outstanding IT common stock and 45% of the voting power of IT, as well as cash in the aggregate amount of \$30,800,000. Subsequent to the OHM Merger, holders of the Convertible Preferred Stock own approximately 21% (approximately 24% assuming exercise of the Carlyle Warrants) of the Company's voting power.

At the Special Meeting of Shareholders held on June 11, 1998 (the "Special Meeting"), at which the OHM Merger was approved, the shareholders also voted to eliminate our classified Board of Directors system. Under that system, the Common Stock Directors served for three year terms which were staggered to provide for the election of approximately one-third of the Board members each year. As a result of the shareholders' vote to eliminate our classified Board of Directors system, the holders of the Common Stock are entitled to vote each year on the election of all Common Stock Directors.

After the OHM Merger, pursuant to the OHM Merger Agreement, Richard W. Pogue and Charles W. Schmidt were appointed to the Board of Directors as Common Stock Directors. In connection with their appointment, the authorized number of directors (both Common and Preferred Stock Directors) was increased to nine (9), with the Board consisting of five Preferred Stock Directors and four Common Stock Directors so that the Preferred Stock Directors continue to represent a majority of the Board of Directors. To allow for this change, one of the Common Stock Directors, E. Martin Gibson, resigned as such and was reappointed as a Preferred Stock Director.

Pursuant to a Unanimous Written Consent of the Board of Directors of the Company dated as of May 14, 1999, all members of the Company's Board consented to increase the authorized number of Directors to eleven (11), and nominated Dr. Francis J. Harvey for election as an additional Common Stock Director. As noted, under the terms of the Company's Convertible Preferred Stock, Carlyle currently has the right to elect the smallest number of Directors that constitutes a majority of the Board of Directors. Therefore, Carlyle, which currently elects five (5) of the Company's nine (9) directors, has the right to elect a Director to fill one vacancy created by

2

<PAGE>

the expansion of the Board to eleven (11) directors. Carlyle advised the Company in writing that it did not presently intend to elect a sixth Preferred Stock Director, although it reserved its rights to do so at any time for any reason so long as it satisfied the ownership test described above. Accordingly, after the upcoming Annual Meeting, assuming Dr. Harvey's election, the Board of Directors of the Company will consist of ten (10) Directors, i.e., five (5) Preferred Stock Directors and five (5) Common Stock Directors, subject to Carlyle's right later to fill the one vacancy on the Board of Directors by electing an additional Preferred Stock Director.

The names of the nominees for election as Common Stock Directors, who have been nominated by the Board of Directors, and the names of the Preferred Stock Directors, who are not subject to election by the Common Stock, are set forth in the following table. Should any nominee become unavailable to serve, the proxies solicited hereby may be voted for election of such other persons as shall be nominated by the Board of Directors.

A-0000024



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Name	Age	Current Position	Term to Expire	Director of IT Group Since
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<S>	<C> <C>		<C>	<C>
Nominees for term expiring in 2000:				
Anthony J. DeLuca (1)...	52	Director, Chief Executive Officer and President	1999	1996
Francis J. Harvey.....	55	--	--	--
James C. McGill (3).....	55	Director	1999	1990
Richard W. Pogue (3)....	71	Director	1999	1998
Charles W. Schmidt (2)..	71	Director	1999	1998
Preferred Stock Directors:				
Daniel A. D'Aniello (1) (2) (4) .....	52	Director and Chairman of the Board (non-officer position)	1999	1996
Philip B. Dolan (1) (2) (4) .....	41	Director	1999	1996
E. Martin Gibson (3) (4) .	61	Director	1999	1994
Robert F. Pugliese (3) (4) .....	66	Director	1999	1996
James David Watkins (2) (4) .....	72	Director	1999	1996

</TABLE>

(1) Member of Executive Committee

(2) Member of Compensation Committee.

(3) Member of Audit Committee.

(4) The Preferred Stock Directors serve for annual terms. The holders of the Convertible Preferred Stock have indicated to the Company their intention to reelect, on or before the date of the Annual Meeting, Mr. D'Aniello, Mr. Dolan, Mr. Gibson, Admiral Watkins, and Mr. Pugliese each to serve an annual term to expire in 2000.

#### Background of the Nominees and Preferred Stock Directors:

Mr. D'Aniello has been a Managing Director for Carlyle since 1987. Mr. D'Aniello was Vice President, Finance and Development for Marriott Corporation, a hospitality company, from 1981 to 1987. He currently serves on the Board of Directors for GTS Duratek, Inc., an environmental services company, Baker & Taylor, Inc., a wholesale distributor of books, and PRA International, Inc. Mr. D'Aniello is Chairman of GTS Duratek, Inc. and Vice Chairman of Baker & Taylor, Inc.

Mr. DeLuca was named Chief Executive Officer and President on July 22, 1997 and President and Acting Chief Executive Officer and a Director as of July 1,

A-0000025



1996. Prior thereto, Mr. DeLuca had been Senior Vice

3

<PAGE>

President and Chief Financial Officer of the IT Group since March 1990. Before joining us Mr. DeLuca had been a senior partner at the public accounting firm Ernst & Young LLP.

Mr. Dolan has been a Principal for Carlyle since 1998. Prior thereto, he was a Vice President for Carlyle from 1989. He also serves on the Board of Directors of Baker & Taylor, Inc. Prior to joining Carlyle, Mr. Dolan was an investment analyst and fund manager with the Trust Division of the Mercantile-Safe Deposit and Trust Company and was engaged in management consulting and practiced public accounting with Seidman & Seidman. Mr. Dolan is a Certified Public Accountant.

Mr. Gibson served as Chairman of the Board of Directors, a non-officer, non-employee position, from April 6, 1995 until his resignation as Chairman upon completion of the Investment. From 1990 until December 1994, Mr. Gibson served as Chairman of Corning Life Sciences, Inc., a subsidiary of Corning Incorporated. Mr. Gibson served in various other senior management capacities with Corning Incorporated during his 32 year career there, including as a Senior Vice President and General Manager of Corning Medical and Scientific Division from 1980 until 1983, and as Group President of Corning Consumer Products and Laboratory Sciences from 1983 until 1990. From 1983 to 1994, Mr. Gibson served on the Board of Directors of Corning Incorporated. Mr. Gibson also serves on the Boards of Directors of Hardinge, Inc., NovaCare, Inc. and Primerica, Inc.

Dr. Harvey is a management consultant. He served Westinghouse Corporation for 28 years, most recently as the Chief Operating Officer of Westinghouse's Industries and Technology Group in 1996-1997. Dr. Harvey has also served as the President of Westinghouse's Electronic Systems Group from 1995 to 1996, President of its Government and Environmental Services Company from 1994 to 1995, and as its Vice President of Science and Technology from 1993 to 1994. Dr. Harvey was chosen as a White House Fellow and served as Special Assistant to the Secretary of Defense from 1978 to 1979. Dr. Harvey also serves on the Boards of GTS Duratek, Inc. and Powerize.com, and Timoline Corp.

Mr. McGill is currently, and has been for at least five years, a private investor. He served as Chairman of McGill Environmental Systems, Inc. from 1970 to 1987. Mr. McGill serves on the Board of Trustees of the University of Tulsa and on the Boards of Directors of two private corporations that are engaged in venture capital and health exercise equipment businesses.

Mr. Pogue is a consultant with Dix & Eaton, a public relations firm. Effective June 30, 1994, Mr. Pogue retired as Senior Partner of the law firm of Jones, Day, Reavis & Pogue, Cleveland, Ohio, of which he had been a partner since 1961. Mr. Pogue is also a Director of Continental Airlines, Inc., Derlan Industries Limited, M.A. Hanna Company, KeyCorp, LAI Worldwide, Inc., Rotek Incorporated and TRW Inc. Mr. Pogue was a Director of OHM for 12 years prior to the OHM Merger.

Mr. Pugliese has been Special Counsel to Eckert Seamans Cherin & Mellott since 1993. Mr. Pugliese was Executive Vice President, Legal and Corporate Affairs for Westinghouse Electric Corporation and served as General Counsel from 1976 to 1992. Mr. Pugliese is a member of the Association of General Counsel. Mr. Pugliese has served as Secretary to the Board of Directors of Westinghouse Electric Corporation and Chairman of the Board of Trustees at the

A-0000026

University of Scranton, and served as a Director of OCWEN Asset Investment Corporation and St. Clair Memorial Hospital.

Mr. Schmidt retired in January 1991 as Senior Vice President, External Affairs of Raytheon Company, a broadly diversified manufacturer of industrial and consumer products, and was formerly President and Chief Executive Officer of SCA Services, Inc., a company that provided waste management-related services and previously was President and Chief Executive Officer of S.D. Warren Company, a division of Scott Paper Company. Mr. Schmidt also serves as a trustee of the Massachusetts Financial Services Family of Mutual Funds and is a Director of Mohawk Paper Company. Mr. Schmidt was a Director of OHM for 12 years prior to the OHM Merger.

4

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A-0000027